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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.





OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

PROCESSED

AUG 2 2 2005

1

THOMSON FINANCIAL

SEC USE ONLY

Prefix Serial

DATE RECEIVED

Name of Offering ([]	check if this is an	amendment and nam	ne has changed,	and indicate change.)
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Filing Under (Check box(es) that apply):

[] <u>Rule 504</u> [] <u>Rule 505</u> [X] <u>Rule 506</u> [] **Section 4(6)** [] **ULOE**

Type of Filing: [X] New Filing [] Amendment



	A. BASIC II	DENTIFICATION DATA
Enter the information requested	about the iss	ssuer
Name of Issuer ([] check if this is		nent and name has changed, and indicate change.) och Security and Investigations
Address of Executive Offices	interpression and and devillation absolute and a subflew bird a vice-incompletion and	2777 Summer Street Stamford, CT 06820
Telephone Number (Including Area	(Code	203-355-3330
Address of Principal Business O	perations	2777 Summer Street Stamford, CT 06820
Telephone Number (Including Area (if different from Executive Offices)		
Brief Description of Business	Natior	nal contract security services
Type of Business Organization		
[X] corporation	[] limited [partnership, already formed [] other (please specify)
[] business trust	[] limited [partnership, to be formed
	se consideration de de consideration au agressión from the contraction de consideration au activité de contraction de consideration au activité de consideration au activité de consideration de consideration au activité de consideration de consi	Month quYear
Actual or Estimated Date of Inco Organization:	rporation o	or [] [Actual [] Estimated
Jurisdiction of Incorporation or C State:	Organizatio	on: (Enter two-letter U.S. Postal Service abbreviation for
	CN for	or Canada; FN for other foreign jurisdiction) [][]
***************************************	ran ar compression de calegade calegrapa (CEC TOS A) de motocolome, e c	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any

material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individu	al)	William C Vassell	м осторого продорог. 1443 г. 191 4. Всего весто посторого пос торого посторого посто	asyapatokonseenseen valansees is kirjaanseen tilokkoeseene meessaapatokonsisijos eesti joide
Business or Resider	nce Address		2777 Summer Street Stamford, CT 06820	n n nguya (n	and the place of the contract
Check Box(es) that Apply:	[] Promoter [] Beneficia Owner	I [X] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individu	al)	The second of th	коро, шта на задават Москов поси от подобного подпосиот на том Так подоско том Поставано, на ста	polago Meserco de un menero en pola de porte en especia de la composición del composición de la compos
Business or Resider	nce Address	на на принципуации принципуации на принципуации на принципуации на принципуации на принципуации на принципуаци		теритеритеритеритеритеритеритеритеритери	_{tron} osialakan menenenan sajangga paga pada kalan-t-ang-untukan menenan juga kelalan terbaga sebesah paga kelalan -
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Full Name (Last nam	ne first, if individu	al)	THE SECULAR TO CONTROL	(200) (691), 199 <mark>0(60³)</mark> 1997/101, 1988-1988-1988-1988-1988-1988-1988-1988	haessettesen automorromen missen aussen aussen der Staten er sein der Staten auch der Aussen aus der Aussen aus
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Stamford, CT 06820

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Full Name (Last nam	ne first, if individua	al)	\$		CONTRACTOR SERVING CONTRACTOR (C. POTRI	10010094400100-0-7-100 4-9-7-100 4
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1. Has the issuer so this offering?			•	ccredited investors in	Yes []	No [X]
2. What is the minim		• •	olumn 2, if filing ted from any inc	under ULOE. lividual?	\$	
3. Does the offering permit joint ownership of a single unit?						No
4. Enter the informativen, directly or in purchasers in conflicted is an associated and/or with a state	ation requested adirectly, any connection with sale ated person or agor states, list the	for each perso mmission or si s of securities gent of a broke e name of the l	n who has bee milar remunera in the offering r or dealer regi proker or deale	n or will be paid or ation for solicitation of	[X]	

forth	forth the information for that broker or dealer only.											
Full N	Full Name (Last name first, if individual)											
Busin	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ode)			
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{1.} Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is

"none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 400,000	\$
Equity	\$100,000	\$ 100,000
[X] Common [] Preferred	· <u> </u>	<u> </u>
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$ 100,000	\$ 100,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, and the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	12	\$_500,000
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		• • •
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
nformation requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part		
nformation requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part	Type of Security	Dollar Amount Sold
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nformation requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A		Sold \$ \$
nformation requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505		Sold _\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and

check the box to the left of the estimate.		
Transfer Agent's Fees		[]\$
Printing and Engraving Costs		[]\$/,000
Legal Fees		[]\$
Accounting Fees		[]\$
Engineering Fees		[]\$
Sales Commissions (specify finders' fees separately)		[]\$
Other Expenses (identify)miscellaneous	••••	[]\$
Total		[]\$ =
b. Enter the difference between the aggregate offering price given in re-Question 1 and total expenses furnished in response to Part C - Quedifference is the "adjusted gross proceeds to the issuer."		\$ ~~~
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	f	
	Payments to	
	Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$	[]\$
Purchase of real estate		[]\$
Purchase, rental or leasing and installation of machinery and equipment		[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	11\$ 400,000
Repayment of indebtedness	[]\$	[]\$
Working capital	[]\$	[1\$ /00.000
Other (specify):	r 1\$	[]\$ <u>/00,</u> 000
•	ſ 1\$	[]\$
Column Totals		[]\$
Total Payments Listed (column totals added)		700,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)

Murdoch Security & Investigations..

Name of Signer (Print or Type)

William C. Vasseli

Signature

Date

8/09/05

Title of Signer (Print or Type)

President and CEO

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)